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BEFORE THE ARIZONA CORPORATION COMMISSION  
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COMMISSIONERS

2007 MAY 23 A 8:46

JEFF HATCH-MILLER, Chairman  
WILLIAM A. MUNDELL  
MIKE GLEASON  
KRISTIN K. MAYES  
BARRY WONG

AZ CORP COMMISSION  
DOCKET CONTROL

IN THE MATTER OF:

DOCKET NO. S-20484A-06-0669

AGRA-TECHNOLOGIES, INC. (a/k/a ATI),  
a Nevada corporation,  
5800 North Dodge Avenue, Bldg. A  
Flagstaff, Arizona 86004-2963;

WILLIAM JAY PIERSON (a/k/a BILL PIERSON)  
and SANDRA LEE PIERSON (a/k/a SANDY  
PIERSON), husband and wife,  
6710 Lynx Lane  
Flagstaff, Arizona 86004-1404;

RICHARD ALLEN CAMPBELL (a/k/a DICK  
CAMPBELL), and SONDR A JANE CAMPBELL,  
husband and wife,  
8686 West Morten Avenue  
Glendale, Arizona 85305-3940;

WILLIAM H BAKER, JR. (a/k/a BILL BAKER),  
and PATRICIA M. BAKER, husband and wife,  
3027 N. Alta Vista  
Flagstaff, Arizona 86004;

JERRY J. HODGES,  
and JANE DOE HODGES,  
husband and wife,  
1858 Gunlock Court  
Saint George, Utah 84790-6705;

LAWRENCE KEVIN PAILLE (a/k/a LARRY  
PAILLE), and JANE DOE PAILLE,  
husband and wife,  
220 Pinon Woods Drive  
Sedona, Arizona 86351-6902

Respondents.

Arizona Corporation Commission  
DOCKETED

MAY 23 2007

DOCKETED BY

FIFTH  
PROCEDURAL ORDER

BY THE COMMISSION:

On October 18, 2006, the Securities Division ("Division") of the Arizona Corporation Commission ("Commission") filed a Notice of Opportunity of Hearing ("Notice") against Agra-Technologies, Inc. ("ATI"), William Jay and Sandra Lee Pierson, husband and wife, Richard Allen

1 and Sondra Jane Campbell, husband and wife, William H. and Patricia M. Baker, husband and wife,  
2 and Jerry J. and Jane Doe Hodges, husband and wife, and Lawrence K. and Jan Doe Paille, husband  
3 and wife, (collectively "Respondents"), in which the Division alleged multiple violations of the  
4 Arizona Securities Act ("Act") in connection with the offer and sale of stock and investment  
5 contracts.

6 Respondents were duly served with copies of the Notice.

7 On November 3, 2006, AGI, William Jay and Sandra Lee Pierson and William H. and Patricia  
8 M. Baker filed a request for a hearing.

9 On November 8, 2006, Jerry J. and Jane Doe Hodges and Lawrence K. and Jane Doe Paille,  
10 filed a request for a hearing.

11 On November 20, 2006, by Procedural Order, a pre-hearing conference was scheduled for  
12 December 20, 2006.

13 On November 27, 2006, Richard A. and Sondra J. Campbell filed a request for hearing.

14 On December 20, 2006, the Division and Respondents appeared with counsel. The parties  
15 discussed a possible resolution of the issues and certain concerns with respect to discovery. The  
16 parties agreed to another pre-hearing conference being scheduled in late January. By Procedural  
17 Order, another pre-hearing conference was scheduled for January 29, 1007.

18 On January 24, 2007, the AIT, Pierson and Baker Respondents filed a Motion to Set  
19 Evidentiary Hearing.

20 On January 25, 2007, the Division filed what was captioned, "Securities Division's Motion  
21 For Ruling on Allegedly Inadvertently Produced Privileged Documents by Respondents ATI, Baker  
22 and Pierson" which their counsel earlier had argued were privileged.

23 On January 29, 2007, the Division and Respondents appeared through counsel. The parties  
24 were continuing to resolve certain issues in the proceeding to reach a possible settlement. However,  
25 the Division's counsel indicated that, if a hearing is required, it may require approximately two weeks  
26 of hearing time and more time needed for discovery. The pre-hearing conference was recessed  
27 pending ruling on motions which had been filed or were to be filed by the Division and the ATI,  
28 Pierson and Baker Respondents.

1 On February 6, 2007, the Division filed its response to the ATI, Pierson and Baker  
2 Respondents' Motion to Set Evidentiary Hearing citing numerous cases and discussing the  
3 application A.A.C. R14-4-307.

4 On February 20, 2007, the ATI, Pierson and Baker Respondents filed their response to the  
5 Division's Motion filed on January 25, 2007, and also filed a reply to the Division's response to the  
6 ATI, Pierson and Baker Motion to set a hearing.

7 On March 7, 2007, the Division filed its reply to the ATI, Pierson and Baker response. The  
8 Division also cited numerous cases in support of its arguments with respect to the documents  
9 discussed in its January 25, 2007 Motion.

10 On April 3, 2007, by Procedural Order, the Division's Motion filed on January 25, 2007, was  
11 granted and the Motion of ATI, the Baker and Pierson Respondents denied. Further, a status  
12 conference was scheduled on May 17, 2007.

13 On May 17, 2007, the Division and Respondents appeared through counsel at the status  
14 conference where their respective positions were discussed and they further agreed that a hearing  
15 should be scheduled to commence on October 15, 2007.

16 Accordingly, a hearing should be scheduled.

17 IT IS THEREFORE ORDERED that a **hearing** shall be held on **October 15, 2007, at 10:00**  
18 **a.m.**, at the Commission's offices, 1200 West Washington Street, Phoenix, Arizona.

19 IT IS FURTHER ORDERED that the parties shall also reserve October 16, 17, 18, 22, 23, 24,  
20 25, 29, 30, 31, and November 1, 5, 6, 7, and 8, 2007, for additional days of hearing, if necessary.

21 IT IS FURTHER ORDERED that the Division and Respondents shall exchange copies of  
22 their Witness Lists and copies of their intended Exhibits to be introduced at the hearing by September  
23 17, 2007.

24 ...

25 ...

26 ...

27 ...

28 ...

1 IT IS FURTHER ORDERED that the Division and Respondents shall provide courtesy copies  
2 of their Witness Lists and Exhibits to the presiding Administrative Law Judge on the date specified  
3 above.

4 Dated this 23<sup>rd</sup> day of May, 2007.

5  
6  
7   
8 MARC E. STERN  
ADMINISTRATIVE LAW JUDGE

9 Copies of the foregoing mailed/delivered  
10 this 23<sup>rd</sup> day of May, 2007 to:


11 Lonnie J. Williams, Jr.  
12 Carrie M. Francis  
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Phoenix, Arizona 85004-1126

26  
27 By:   
28 Debra Broyles  
Secretary to Marc E. Stern